

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

May 28, 1997

RECORDATION NO. 15494-N, O, P, Q FILED

MAY 29 '97

1-21 PM

MAY 29 1 21 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Secretary
Surface Transportation Board
1925 K Street N.W., Room 704
Washington, D.C. 20036
Attention: Recordation

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 6, Second Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of May 23, 1997, between Trinity Industries Leasing Company (the "Company") and Texas Commerce Bank National Association, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated May 23, 1997, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 23, 1997, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 23, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494 on February 4, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 15494-A and 15494-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494-J on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 15494-K and 15494-M, respectively.

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The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty-Six (56) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee, is 2200 Ross Avenue, 5th Floor, Dallas, Texas 75201.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

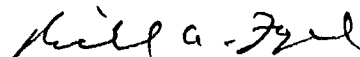
Enclosed is our check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of May 23, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty (80) railroad cars, and (ii) Assignment, a primary document, dated May 23, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering Eighty (80) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 23, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated May 23, 1997, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1988 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

MAY 29 '97

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BILL OF SALE

(Series 6-2)

Texas Commerce Bank National Association,
AS SUCCESSOR TRUSTEE
TO

TRINITY INDUSTRIES LEASING COMPANY

Texas Commerce Bank National Association, as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of January 15, 1988 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated May 23, 1997, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the Fifty-Six (56) railcars (the "Trust Equipment") covered by the Railroad Car Lease Agreement as described on Exhibits A and B hereto, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit A hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, Texas Commerce Bank National Association, as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 28 day of May, 1997.

Texas Commerce Bank National
Association

By: 
Vice President

Attest:


Assistant Vice President

STATE OF TEXAS

COUNTY OF DALLAS

§
§
§

On this 28th day of May, 1997, before me personally appeared Dennis Roenlein, to me personally known, who being by me duly sworn, says that he is the Vice President of Texas Commerce Bank National Association; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Doris C. Naylor
Signature of Notary Public

My Commission Expires: 8-3-98

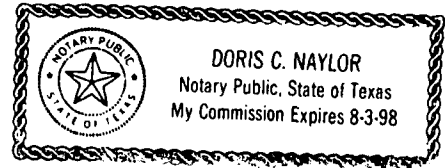


EXHIBIT A

1. Railroad Car Lease Agreement, dated May 17, 1979, between Trinity Industries Leasing Company and Cargill, Inc. covering the following described railroad cars (Rider 23):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
56	5125 cu. ft. Lo Covered Hopper Cars	TILX 5439-5444, 5446-5495

Series 6

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
56 Hopper Cars	Lo	5125 cu. ft.	TILX 5439-5444 TILX 5446-5495	07/96